

STAUFFER CHEMICAL COMPANY (DELAWARE)

CERTIFICATE OF INCORPORATION

WE, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of an Act of the Legislature of the State of Delaware, entitled "An Act Providing a General Corporation Law" (approved March 10, 1899), and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the corporation (which is hereinafter referred to as the "Company") is

STAUFFER CHEMICAL COMPANY (DELAWARE)

SECOND: The principal office of the Company in Delaware shall be located in the City of Wilmington, County of New Castle, State of Delaware. The name of its resident agent in charge thereof is The Corporation Trust Company, whose address is No. 100 West 10th Street, in the City of Wilmington, County of New Castle, State of Delaware.

THIRD: The nature of the business of the Company and the objects and purposes proposed to be transacted, promoted, or carried on by it, are as follows, to-wit:

(a) To manufacture, produce, buy, sell and deal in minerals and chemicals of every description, organic and inorganic, natural or synthetic, in the form of raw materials, intermediates, or finished products and any other related products whatsoever and by-products derived from the manufacture thereof and products to be made therefrom, and to do all things and to acquire real and personal property of all kinds necessary or incident thereto, including the acquisition, leasing, developing, operating and dealing in mines and mineral claims and properties.

(b) To engage in research, exploration, laboratory and development work relating to any substance, compound or mixture, now known or which may hereafter be known, discovered or developed, and to perfect, develop, manufacture, use, apply and generally deal in any such substance, compound or mixture.

(c) To erect, purchase, sell, lease, manage, occupy and improve buildings and to do and perform all things needful and lawful for the holding, development and improvement of the same for residence, trade and business purposes; to buy, own, operate, improve, lease and occupy lands and buildings for hotels, restaurants, apartment houses, dwelling houses, hospitals and business structures of all kinds, for the accommodation of the public and of individuals.

(d) To transact any mining or manufacturing business, and to purchase and sell real and personal property, goods, wares and merchandise used for such business.

(e) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trademarks, concessions, inventions, formulae, improvements, processes of any nature whatsoever, copyrights, and letters patent of the United States and of foreign countries, and to accept and grant licenses thereunder.

(f) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Delaware, or otherwise; and while owner of any of said shares of capital stock or bonds or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

(g) To purchase, hold, sell and reissue the shares of its own capital stock.

(h) To endorse, guarantee and secure the payment and satisfaction of the principal of and interest on or evidenced by bonds, coupons, mortgages, deeds of trust, debentures, obligations or evidences of indebtedness of other corporations; to guarantee and secure the payment or satisfaction of the par or stated value of or dividends on shares of the capital stock of other corporations; to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm or association; and to aid in any manner any other person or corporation with which it has business dealings, or whose stocks, bonds, or other obligations are held or are in any manner guaranteed by the Company, and to do any other acts and things for the preservation, protection, improvement or enhancement of the value of such stocks, bonds, or other obligations.

(i) Without in any particular limiting any of the objects and powers of the Company, it is hereby expressly declared and provided that the Company shall have power to do all things hereinbefore enumerated, and also to issue or exchange stocks, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business; to borrow money without limit; to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds or other obligations, or any property which may be owned or acquired by it, and to secure any bonds or other obligations by it issued or incurred.

(j) To carry on any business whatsoever which the Company may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the Company or to enhance the value of its property; to conduct its business in the State of Delaware, in other States, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State

of Delaware, and to have and to exercise all the powers conferred by the laws of Delaware upon corporations formed under the act pursuant to and under which this Company is formed.

The objects and purposes specified in the foregoing clauses shall, except when otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Agreement, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

FOURTH: The total number of shares of capital stock which the Company shall have authority to issue is 100 shares and the par value of each of such shares is \$10. All such shares are designated Common Stock and of one and the same class and have full voting powers and equal rights of participation in dividends and assets of the Company.

FIFTH: The minimum amount of capital with which the Company will commence business is \$1,000.

SIXTH: The name and place of residence of each of the incorporators are as follows:

<i>Name</i>	<i>Residence</i>
CHARLES N. LOWRIE JR.	Maple Drive, Rye, N. Y.
STUART MARKS	27 West 96th Street, New York, N. Y.
WILLIAM D. TUCKER JR.	39 Claremont Ave., New York, N. Y.

SEVENTH: The Company is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: The number of the directors of the Company shall be seven.

In furtherance, and not in limitation of the powers conferred by law, the Board of Directors are expressly authorized to make, alter, amend or repeal the By-laws of the Company.

The Company may by its By-laws confer on the directors powers and authorities additional to the foregoing and to those expressly conferred upon them by statute.

TENTH: Both the stockholders and the directors of the Company may hold their meetings and the Company may have an office or offices in such place or places outside of the State of Delaware as the By-laws may provide and the Company may keep its books outside of the State of Delaware except as otherwise provided by law.

ELEVENTH: The Company hereby reserves the right to amend, alter, change or repeal any provision contained in its Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware and all rights conferred on stockholders therein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned incorporators, have hereunto set our hands and seals this 23rd day of July, 1953.

CHARLES N. LOWRIE JR. (L. S.)

STUART MARKS (L. S.)

WILLIAM D. TUCKER JR. (L. S.)

STATE OF NEW YORK, }  
COUNTY OF NEW YORK, } ss.:

BE IT REMEMBERED that on this 23rd day of July, A.D., 1953, personally came before me, ANNE MILLER a Notary Public in and for the County and State aforesaid, CHARLES N. LOWRIE JR., STUART MARKS and WILLIAM D. TUCKER JR., parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

ANNE MILLER

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ANNE MILLER  
Notary Public, State of New York  
No. 24-7937300  
Qualified in Kings County  
Certificates filed in Kings Co. Reg.  
N. Y. Co. Clerk's, N. Y. Co. Reg.  
Commission expires March 30, 1954

ANNE MILLER NOTARY PUBLIC STATE OF NEW YORK
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[NOTARIAL SEAL]

727195065

FILED

JUL 14 1987

CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION  
STAUFFER CHEMICAL COMPANY

*10 per*  
*W. J. Hamilton*  
SECRETARY OF STATE

Stauffer Chemical Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by majority vote of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Stauffer Chemical Company be amended by changing Article First thereof so that, as amended, said Article shall be and read as follows:

"First" The name of the corporation is Stauffer Basic Chemical Holdings Inc. (hereinafter called the "Corporation").

SECOND: That, in lieu of a meeting and vote of stockholders, the sole stockholder of said corporation has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Stauffer Chemical Company has caused this certificate to be signed by R. Sambrook, its President, and attested by J. Marshall Hamilton, its Secretary, this 13th day of July, 1987.

STAUFFER CHEMICAL COMPANY,

By:

*R. Sambrook*

President

ATTEST:

By:

*J. Marshall Hamilton*

Secretary

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RP STAUFFER MERGER CORP.", A DELAWARE CORPORATION,

WITH AND INTO "STAUFFER CHEMICAL COMPANY" UNDER THE NAME OF  
"STAUFFER CHEMICAL COMPANY", A CORPORATION ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A.D.  
1987, AT 9 O'CLOCK A.M.



2142931 8100M  
SR# 20175775782

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203077440  
Date: 08-17-17

SMC-789 1135

877344083

FILED *gms*

DEC 10 1987

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING RP STAUFFER MERGER CORP. INTO  
STAUFFER CHEMICAL COMPANY

*[Signature]*  
SECRETARY OF STATE

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Pursuant to Section 253  
of the General Corporation Law

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RP STAUFFER MERGER CORP., a corporation organized  
and existing under the laws of the State of Delaware (the  
"Corporation"),

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated  
on the 6th day of November, 1987, pursuant to the General  
Corporation Law of the State of Delaware, the provisions  
of which permit the merger of a parent corporation organized  
and existing under the laws of said State into a subsidiary  
corporation organized and existing under the laws of said  
State.

SECOND: That this Corporation owns one hundred  
percent (100%) of the outstanding shares of the Common Stock,  
\$1.00 par value per share, of Stauffer Chemical Company,  
a corporation incorporated on the 15th day of July, 1987,  
pursuant to the General Corporation Law of the State of Delaware,  
and having no class of stock outstanding other than said  
Common Stock.

THIRD: That this Corporation, by the following resolutions of its sole Director, duly adopted at a meeting held on December 3, 1987, and filed with the minutes thereof pursuant to Section 141(f) of the Delaware General Corporation Law, determined to merge itself into said Stauffer Chemical Company effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware

WHEREAS, this Corporation is the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of Common Stock, \$1.00 par value per share ("Common Stock"), of Stauffer Chemical Company, a Delaware corporation; and

WHEREAS, said Common Stock is the only issued and outstanding class of stock of Stauffer Chemical Company; and

WHEREAS, this Corporation desires to merge itself into Stauffer Chemical Company pursuant to the provisions of Section 253 of the Delaware General Corporation Law;

NOW, THEREFORE, BE IT RESOLVED, that effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of Delaware (but subject to the approval of the sole stockholder of this Corporation) this Corporation merge and it hereby does merge itself into Stauffer Chemical Company, which shall be the surviving corporation and which shall possess all property, rights, privileges, powers and franchises and which shall assume all of the obligations of this Corporation; and

RESOLVED, that the terms and conditions of the merger are as follows: Each outstanding share of Common Stock owned of record by the Corporation shall cease to be outstanding, without any payment being made in respect thereof; and each share of Common Stock of this Corporation shall be converted into Ten (10) Shares of Common Stock, par value \$1.00 per share, of Stauffer Chemical Company, certificates for which shall be issued to the sole stockholder of this Corporation upon surrender to Stauffer Chemical Company of such stockholder's certificates formerly representing such shares of Common Stock of this Corporation; and

RESOLVED, that the proposed merger be submitted to the sole stockholder of this Corporation and that upon receiving the unanimous written consent of such stockholder the proposed merger shall be approved; and

RESOLVED, that the President or any Vice-President of this Corporation be and each hereby is authorized to make and execute, and the Secretary or any Assistant Secretary be and each hereby is authorized to attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of this Corporation into Stauffer Chemical Company, and the date of adoption hereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of Kent County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said merger.

FOURTH: That the merger has been approved by the holder of all of the outstanding stock of this Corporation entitled to vote thereof by unanimous written consent without

a meeting in accordance with Section 228 of the Delaware  
General Corporation Law.

IN WITNESS WHEREOF, said RP Stauffer Merger Corp.  
has caused this Certificate to be signed by Michael S. Leo,  
its Vice-President, and attested by David Zimmerman, its  
Secretary, this 1<sup>st</sup> day of December, 1987.

RP STAUFFER MERGER CORP.

By: Michael S. Leo  
Michael S. Leo, Vice-President

ATTEST:

By: David Zimmerman  
David Zimmerman, Secretary

0067797

0067797

CERTIFICATE OF AMENDMENT

OF

APPLICATION FOR AUTHORITY

OF

STAUFFER CHEMICAL COMPANY DIVISION OF RHONE-POULENC INC.

UNDER SECTION 1309 OF THE  
BUSINESS CORPORATION LAW

\* \* \* \* \*

Pursuant to the provisions of Section 1309 of the Business Corporation Law, the undersigned corporation hereby makes the following statements for the purpose of amending its Application for Authority:

1. The name of the corporation as it appears on the index of names of existing domestic and authorized foreign corporations of any type or kind in the Department of State, Division of Corporations, is STAUFFER CHEMICAL COMPANY DIVISION OF RHONE-POULENC INC.

2. It is incorporated under the laws of Delaware.

3. The date it was authorized to do business in New York was September 7, 1988.

0000 1651


4. The Application for Authority is amended:

To change the name of the corporation from STAUFFER  
CHEMICAL COMPANY DIVISION OF RHONE-POULENC INC. to RHONE-POULENC  
BASIC CHEMICALS CO.; said change having been effected under the  
laws of the jurisdiction of its incorporation on July 15, 1987.

IN WITNESS WHEREOF, RHONE-POULENC BASIC CHEMICALS CO.,  
the corporation hereinbefore mentioned and described, has caused  
this Certificate to be signed in its name by its Vice President  
this 12th day of October, 1989, and the statements con-  
tained therein are affirmed as true under penalties of perjury.

RHONE-POULENC BASIC CHEMICALS CO.

By

  
Pierre Valla, Vice President

CC67797

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED OCT 23 1989

AMT. OF CHECK \$ 80  
FILING FEE \$ 60

TAX \$ 10

COMMITTEE \$

DEPT. \$

RECORDS \$

SPECIAL \$

CERTIFICATE OF AMENDMENT

OF

APPLICATION FOR AUTHORITY

OF

STAUFFER CHEMICAL COMPANY DIVISION OF RHONE-POULENC INC.

UNDER SECTION 1309 OF THE  
BUSINESS CORPORATION LAW

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Law Department  
Rhone-Poulenc, Inc.  
CN5266  
Princeton, NJ 08843  
Att: John Iatesta

58.118.501

58.118.501

68.118.501

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING**

**RHONE-POULENC BASIC CHEMICALS CO.**  
(A Delaware Subsidiary Corporation)

**INTO**

**RHONE-POULENC INC.**  
(A New York Parent Corporation)

To: Secretary of State,  
State of Delaware

RHONE-POULENC INC., a corporation organized and existing under the laws of the State of New York,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 26th day of March, 1948, pursuant to the Business Corporation Law of the State of New York, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares of the stock of RHONE-POULENC BASIC CHEMICALS CO., a corporation incorporated on the 15th day of July, 1987, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members dated December 10, 1992, filed with the minutes of the Board, determined to and does merge into itself said RHONE-POULENC BASIC CHEMICALS CO.:

RESOLVED, that Rhône-Poulenc Basic Chemicals Co. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Rhône-Poulenc Basic Chemicals Co. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Rhône-Poulenc Basic Chemicals Co. in its name; and be it further

RESOLVED, that the officers of the Corporation are hereby each authorized and directed, on behalf of the Corporation, to take all such steps and to do and authorize to be done all such acts and things as may be necessary or advisable or convenient and proper for the purpose of carrying out the foregoing resolution and the intent thereof, and for the purpose of fully effectuating and carrying out the merger referred to in the foregoing resolution; and be it further

RESOLVED, that this Corporation assume all of the obligations of Rhône-Poulenc Basic Chemicals Co.; and be it further

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New York, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Rhône-Poulenc Basic Chemicals Co. and of this Corporation and in any other appropriate jurisdiction; and be it further

RESOLVED, that the merger shall become effective on December 31, 1992.

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of RHONE-POULENC BASIC CHEMICALS CO., as well as for the enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Rhône-Poulenc Inc., Attn: Legal Department, 120 Black Horse Lane, Monmouth Junction, NJ, 08852 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to RHONE-POULENC INC. at the above address.

IN WITNESS WHEREOF, said RHONE-POULENC INC. has caused this Certificate to be signed by its Vice President and attested to by its Assistant Secretary, this 14th day of December, 1992.

RHONE-POULENC INC.

By Michael S. Leo

Michael S. Leo,  
Sr. Vice President

ATTEST:

By John M. Iatesta  
John M. Iatesta,  
Asst. Secretary

KBH\RPBASIC\DEMerger.CER

[ SEAL ]

CERTIFICATE

OF MERGER

OF

151  
RHONE-POULENC BASIC CHEMICALS CO.  
(A Delaware Corporation)

INTO

RHONE-POULENC INC.  
(A New York Corporation)

UNDER SECTION 905 ~~AS AUTHORIZED BY SECTION 907~~ OF THE NEW YORK  
BUSINESS CORPORATION LAW

To the Secretary of State,  
State of New York

RHONE-POULENC INC., pursuant to the provisions of Section  
905 ~~as authorized by Section 907~~ of the New York Business  
Corporation Law hereby certifies as follows:

1. RHONE-POULENC INC., a corporation organized under  
the laws of the State of New York, which was incorporated under the  
name "Rhodia Inc." (the "Surviving Corporation"), owns all of the  
outstanding shares of RHONE-POULENC BASIC CHEMICALS CO., a  
corporation organized under the laws of the State of Delaware,  
which was incorporated under the name Atkemix Twenty-One Inc. (the  
"Subsidiary Corporation").

2. As to the Subsidiary Corporation, the designation  
and number of outstanding shares of each class and the number of  
such shares owned by the Surviving Corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Rhône-Poulenc Basic Chemicals Co.	100 - Common	100

3. (a) The Certificate of Incorporation of the  
Surviving Corporation was filed in the Department of State on the  
26th day of March, 1948.

(b) The Subsidiary Corporation was incorporated  
under the laws of the State of Delaware on the 15th day of July,  
1987, and its application for authority to do business in the State  
of New York was filed in the Department of State on the 7th day of  
September, 1988.

(c) The merger is permitted by the laws of the state of incorporation of the Subsidiary Corporation and is compliance therewith.

4. The Surviving Corporation owns all of the outstanding shares of the Subsidiary Corporation to be merged.

5. The merger shall be effective on the 31st day of December, 1992.

6. The Plan of Merger was adopted by Unanimous Written Consent of the Board of Directors of the Surviving Corporation.

IN WITNESS WHEREOF, this Certificate of Merger has been signed on the 14<sup>th</sup> day of December, 1992 and the statements contained herein are affirmed as true under penalties of perjury.

RHONE-POULENC INC.

By: Michael S. Leo  
Michael S. Leo,  
Senior Vice-President

By: John M. Iatesta  
John M. Iatesta,  
Assistant Secretary

STATE OF NEW JERSEY

)

)SS.

COUNTY OF MIDDLESEX

)

I, Gladys S. Lankford, a notary public of the State of New Jersey, do hereby certify that on the 14<sup>th</sup> day of December, 1992, personally appeared before me John M. Iatesta, who, being by me first duly sworn, declared that he is the Assistant Secretary of Rhone-Poulenc Inc., that he signed the attached document as an officer of Rhone-Poulenc Inc, that the execution of said document was of his free act and deed and that the statements contained therein are true to the best of his knowledge.

A handwritten signature in cursive script, reading "Gladys S. Lankford", is written over a horizontal line.

GLADYS S. LANKFORD  
Notary Public, State of New Jersey  
County of Middlesex  
Commission Expires October 16, 1997

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STATE OF NEW JERSEY       )  
                                  )SS.  
COUNTY OF MIDDLESEX     )

I, Gladys S. Lankford, a notary public of the State of New Jersey, do hereby certify that on the 14th day of December, 1992, personally appeared before me Michael S. Leo, who, being by me first duly sworn, declared that he is a Senior Vice President of Rhone-Poulenc Inc., that he signed the attached document as an officer of Rhone-Poulenc Inc, that the execution of said document was of his free act and deed and that the statements contained therein are true to the best of his knowledge.



GLADYS S. LANKFORD  
Notary Public, State of New Jersey  
County of Middlesex  
Commission Expires October 16, 1997

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CERTIFICATE OF MERGER  
OF  
RHONE-POULENC BASIC CHEMICALS CO.  
INTO  
RHONE-POULENC INC.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

92122300034

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Rhone-Poulenc Inc.  
Attn: Kristin B. Hogan, L.A.  
125 Black Horse Lane  
Monmouth Junction, NJ 08852

FILE

Dec 23 10-06 AM '92

RECEIVED

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CT-07

CT-07

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF

RHONE-POULENC INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

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JUL 27 1998

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Rhodia, Inc.  
CN 7500  
Cranbury, NJ 08512

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 27 1998  
TAXS  
BY: SB

NY

BILLED

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CT-07

CERTIFICATE OF AMENDMENT  
OF THE CERTIFICATE OF INCORPORATION  
OF  
RHONE-POULENC INC.

UNDER SECTION 803 OF THE BUSINESS CORPORATION LAW

WE, THE UNDERSIGNED, THIERRY AMAT and  
JOHN P. DONAHUE, being respectively the VICE PRESIDENT and  
SECRETARY of Rhone-Poulenc Inc. hereby certify:

1. The name of the corporation is Rhone-Poulenc Inc.
2. The original certificate of incorporation of said corporation was filed by the Department of State on the 26<sup>th</sup> day of March, 1948 under the name Rhodia Inc., which name was changed on October 12, 1978.
3. The certificate of incorporation is amended to change the name of the corporation and the address of the principal place of business of the corporation:  
  
(a) To effect the foregoing, Article I is amended to read as follows: The name of the corporation is Rhone-Poulenc Ag Company Inc.
4. The amendments were authorized in the following manner: by a quantum of the Board of Directors at a meeting of the Board of Directors held on May 29, 1998, by unanimous written consent of the Board of Directors and by consent of the sole shareholder of the corporation.

IN WITNESS WHEREOF, I have signed this certificate on the 1<sup>st</sup> day of July, 1998 and affirm that the statements contained therein are true under penalties of perjury.

Thierry Amat  
Name: THIERRY AMAT  
Title: VICE PRESIDENT

John P. Donahue  
Name: JOHN P. DONAHUE  
Title: SECRETARY

*State of New York  
Department of State* }<sup>11</sup>

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

DEC 10 1998



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

*Special Deputy Secretary of State*

JS-1266 (5/96)

CT-07

CT CORPORATION

F000105000845

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
RHONE-POULENC AG COMPANY INC.

Under Section 805 of the Business Corporation Law

I, the undersigned, being the Secretary of  
Rhône-Poulenc Ag Company Inc. do hereby certify:

1. The name of the corporation is Rhône-  
Poulenc Ag Company Inc.

2. The original certificate of incorporation  
of the corporation was filed by the Department of State  
on March 26, 1948 under the name Rhodia Inc.

3. The certificate of incorporation is hereby  
amended to change the corporation's name.

Article I of the certificate of incorporation  
relating to the corporate name is amended to read as  
follows:

The name of the Corporation is Aventis  
CropScience USA Inc.

4. This amendment to the certificate of  
incorporation was authorized by the unanimous written  
consent of the Board of Directors of the corporation and  
by written consent of the sole shareholder of the corpo-  
ration.

IN WITNESS WHEREOF, I have executed this Cer-  
tificate of Amendment this 3rd day of January, 2000, and  
hereby affirm the truth of the statements contained  
herein under the penalties of perjury.

By /s/ Randall A. Jones  
Name: Randall A. Jones  
Title: Secretary

CT-07

CERTIFICATE OF AMENDMENT  
OF  
RHONE-POULENC AG COMPANY INC.  
UNDER SECTION 803 OF THE  
BUSINESS CORPORATION LAW

1cc  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JAN 05 2000

TAXS

BY: MMR  
ny

Skadden, Arps, Slate, Meagher & Flom LLP  
CORPORATIONS DEPARTMENT  
ONE RODNEY SQUARE  
WILMINGTON, DE 19801-0000

2  
DRAWDOWN

000105000886

TOTAL P.02

*State of New York  
Department of State* } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

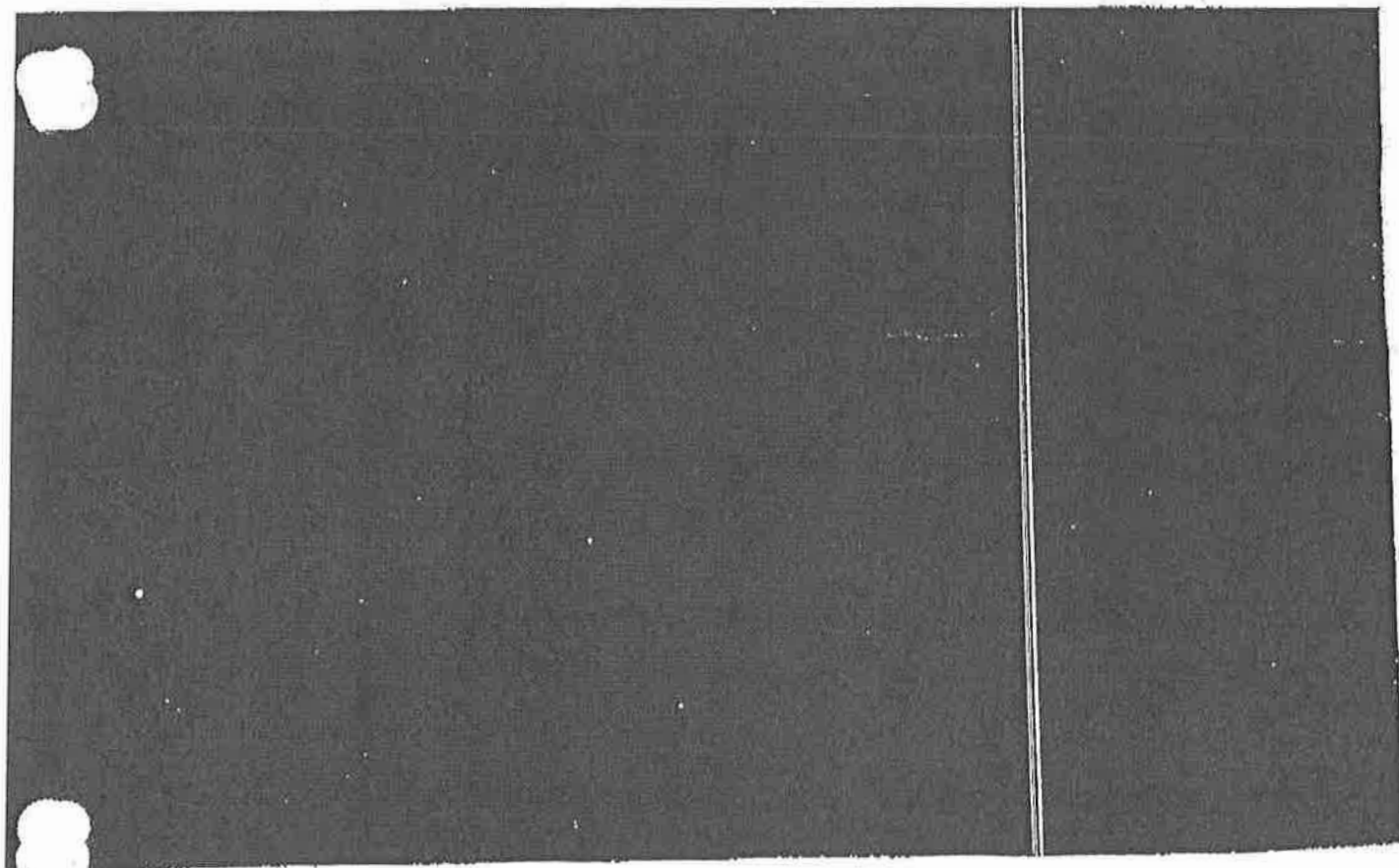
JAN 14 2000



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

*Special Deputy Secretary of State*

DS-1266 (5/96)



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CSC 45

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
AVENTIS CROPSCIENCE USA INC.

Under Section 805 of the Business Corporation Law

1. The name of the Corporation is:

AVENTIS CROPSCIENCE USA INC.

2. The Certificate of Incorporation was filed by  
the Department of State on the 26th day of March  
1948 under the original name of RHODIA INC.

3. The Certificate of Incorporation is hereby amended  
to change the corporation's name.


Paragraph One of the Certificate of Incorporation  
is amended to read as follows:

" 1. The name of the corporation is:

BAYER CROPSCIENCE INC. "

/

4. This amendment to the Certificate of Incorporation was authorized by a vote of the Board of Directors followed by a vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting duly held of the shareholders of the corporation.

  
Mahalingam Ramesh, President

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CSC 45

CERTIFICATE OF AMENDMENT

OF

AVENTIS CROPSCIENCE USA INC.

Under Section 805 of the Business Corporation Law

Filer:

Aventis Cropscience USA LP  
2 Tw Alexander Drive  
Rtp, NC 27709  
747002/sal

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 20 2002

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BY:

*ESM*  
*New York*

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